

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE GLOBAL CASH ACCESS HOLDINGS, INC.
SECURITIES LITIGATION

This Document Relates to
ALL ACTIONS.

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MASTER FILE NO. 08 CV 3516
(SWK)

SUPPLEMENTAL
DECLARATION OF DARRYL P.
RAINS IN FURTHER SUPPORT
OF CERTAIN DEFENDANTS'
MOTION TO TRANSFER
VENUE TO THE DISTRICT OF
NEVADA

I, Darryl P. Rains, declare as follows:

1. I am an attorney licensed to practice law in the State of California. I am a partner in the law firm of Morrison & Foerster LLP, counsel for defendants Global Cash Access Holdings, Inc. ("Global Cash Access"), Global Cash Access, Inc., Harry C. Hagerty III, Kirk Sanford, Karim Maskatiya, Robert Cucinotta, M&C International, and Summit Partners, L.P. (collectively, "Defendants") in this action. I submit this supplemental declaration in support of Certain Defendants' Motion to Transfer Venue to the District of Nevada. I make this declaration based on personal knowledge, except for those matters stated on information and belief. If called as a witness, I would testify to the facts set forth below.

2. The present motion to transfer was filed on June 6, 2008. The following reflects subsequent events and facts related to issues raised for the first time by a new plaintiff, City of Richmond.

3. On June 10, 2008, a class action complaint captioned *City of Richmond Retirement System v. Global Cash Access Holdings, Inc. et al.*, Case No. 08 CV 5317 (SWK) (the "Richmond Complaint"), was filed in this Court. On June 26, 2008, this action was consolidated with the prior-filed related action, captioned *Lowinger v. Global Cash Access Holdings, Inc. et al.* The actions were consolidated under the caption *In re Global Cash Access Holdings, Inc. Securities Litigation*, Case No. 08 CV 3516. The Richmond Complaint added three additional defendants that were not named in the Lowinger Complaint: Harry C. Hagerty III, Global Cash Access, Inc., and Deloitte & Touche LLP.

4. On June 26, 2008, City of Richmond Retirement System was appointed lead plaintiff, and on July 16, 2008, it filed opposition to Certain Defendants' Motion to Transfer Venue to the District of Nevada.

5. Defendant Harry C. Hagerty III was Global Cash Access's Chief Financial Officer and Executive Vice President from July 2004 to July 2007. He resides in Nevada.

6. Defendant Global Cash Access, Inc. is a wholly-owned subsidiary of Global Cash Access Holdings, Inc. It is headquartered in Las Vegas, Nevada. Its management works from Las Vegas, Nevada. Defendant Global Cash Access Holdings, Inc. is a holding company, the principal asset of which is the capital stock of Global Cash Access, Inc.

7. Deloitte & Touche LLP is a Delaware limited liability partnership with offices throughout the United States. Deloitte has served as Global Cash Access's auditor since 2000. As discussed in my prior declaration, Deloitte's audit was, and continues to be, conducted from its offices in Las Vegas, Nevada. The partner in charge of the audit works and lives in Nevada. Deloitte supports the present motion to transfer this action to the District of Nevada.

8. During November and December 2007, the audit committee of Global Cash Access's board of directors conducted an internal investigation. The audit committee was assisted by independent counsel from San Francisco Bay Area offices of Skadden, Arps, Slate, Meagher & Flom LLP. Skadden was also assisted by forensic accountants from the San Francisco office of KPMG LLP. Many of the witnesses interviewed by Skadden and KPMG regarding Global Cash Access's commissions accounting work and reside in Nevada.

9. Based on my investigation of the relevant facts to date, it is likely that defendants will rely on the testimony of the following individuals who (1) are in Nevada and (2) have information relevant to the calculation of and accounting for commissions, Global Cash Access's public statements about commissions, and the prospectus and initial public offerings of Global Cash Access stock:

- a. Scott H. Betts, who has served as Chief Executive Officer, President, and a director of Global Cash Access since October 2007.
- b. Steve Lazarus, who has been involved in sales of Global Cash Access's products since 1997. Mr. Lazarus currently serves as Executive Vice President of Domestic Sales.
- c. George W. Gresham, who has served as Chief Financial Officer and Executive Vice President of Global Cash Access since February 2008.

- d. Kirk Sanford, who served as Chief Executive Officer and President of Global Cash Access from 1999 to October 2007.
- e. Harry C. Hagerty III, who served as Chief Financial Officer of GCA and Executive Vice President of Global Cash Access from July 2004 to July 2007.
- f. Diran Kludjian, who served as Executive Vice President of Sales for Global Cash Access from 2006 until February 2008. From 1999 to 2006, Mr. Kludjian served as Executive Vice President of North American and International Sales.
- g. Mark Labay, who has served as Vice President of Finance and Controller of Global Cash Access since July 2005. From August 2002 to July 2005, Mr. Labay served as Controller.

These individuals will serve as witnesses in addition to the former and current employees of Global Cash Access I discussed in paragraph 18 of my declaration filed in support of Certain Defendants' Motion to Transfer to the District of Nevada on June 6, 2008.

10. Defendants J.P. Morgan Securities Inc. and Goldman, Sachs & Co. (incorrectly identified in the Complaint as Goldman, Sachs & Co., Inc.) were represented by the Menlo Park, California office of Latham & Watkins LLP during the offerings conducted by Global Cash Access in 2005 and 2006. This is reflected in the relevant registration statements.

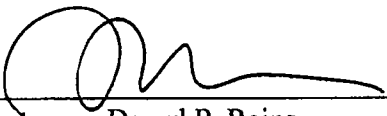
11. The registration statement for the initial public offering in September 2005 was drafted through in-person and over-the-phone drafting sessions between Global Cash Access, its attorneys, J.P. Morgan Securities Inc., Goldman Sachs & Co., the underwriters' attorneys, and Deloitte & Touche LLP. At least one in-person drafting session was held in Las Vegas. At least one due diligence session was held in Las Vegas. The final registration statement was filed through a financial printer, located in Palo Alto, California. The offering closed via a conference call, with participants dialing in from Nevada, California, and New York.

12. The registration statement for the secondary offering in June 2006 was drafted primarily through conference calls. Global Cash Access, its attorneys, J.P. Morgan Securities Inc., the underwriters' attorneys, and Deloitte & Touche LLP's Las

Vegas office participated in the telephone calls. The registration statement was filed through a financial printer, located in Palo Alto, California. The offering closed via a conference call, with participants dialing from Nevada, California and New York.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on July ^{20th} , 2008 in Palo Alto, California.



Darryl P. Rains